UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB	Approval
OMB Number.	3235-0076
	August 31, 1998
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Name of Offering (check if this is an amendment and name has changed, and indicate change.) ALM TURBINE, TNC
Filing Under (Check box(es) that apply): □ Rule 504 □ Rule 505 ▼ Rule 506 □ Section 4(6) □ ULOE
Type of Filing: New Filing Amendment
A. BASIC IDENTIFICATION DATA
1. Enter the information requested about the issuer
Name of Issuer (E check if this is an amendment and name has changed, and indicate change.) ALM TURBINE, INC.
Address of Executive Offices (Number and Street, City, State, Zip Code) 1920 L ST., NW, STE. 601, WASH IN GTON, DC 20036 (202) 77888538, XI35
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)
Brief Description of Business RESEARCH, AND DEVELOPMENT OF A FUNCTIONAL, MA EFFICIENT GAS TURBINE WI RECUPERATOR FOR SMALL TO WEDIUM SIZED FOWER GENERATION AND CIVILIAN VEHICULAX APPLICATIONS.
Type of Business Organization Corporation Dimited partnership, already formed Dother (please specify): Dissiness trust Dimited partnership, to be formed
Actual or Estimated Date of Incorporation or Organization: Month Year Actual Or Estimated Date of Incorporation or Organization: Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) PROCESSE Actual Or Estimated Estimated MAY 1 4 2002 THOMSON
GENERAL INSTRUCTIONS FINANCIAL

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 2054

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice consistues a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OIVIB control number.

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	·	A. RASIC IDENIT	Fication Data		
2. Enter the information requ	uested for the	following:			
• Each promoter of the i	ssuer, if the is	suer has been organized	within the past five year	rs:	•
 Each beneficial owner l securities of the issuer; 	naving the pow	ver to vote or dispose, o	r direct the vote or dispo	sition of, 10%	or more of a class of equity
• Each executive officer a	ind director of	corporate issuers and of	corporate general and m	anaging paring	rs of partnership issuers; and
· Each general and mans					
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
RUSADO, RI	CHARD	٠	•		
Business or Residence Address		nd Street, City, State, 2	(ip Code)	· · · · · · · · · · · · · · · · · · ·	
2194 SCHLE	YAVE.	, BRONX,	NEW YORK	10465	•
Check Box(es) that Apply:	Promoter	D Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
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Business or Residence Address	: (Number a	nd Street, City, State, 2	(ip Code)		
204 KING	HORN S	T. STATEN	ISLAND, N	4 1031-	ζ
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Business of Residence Addres		ind Street, City, State, 2			
234 BEE			ELLE HARB		11694
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2071 PARI	KRD.	WASHING	ION, OC 200	10	
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
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RAKHMAILO	DV. AN	ATOLY	<u> </u>		
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3027 CA/	MINITO	ARENOSO	SAN DIE	60,C1	192117
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Business or Residence Addre	<u> </u>	and Street, City, State,	Zip Code) "		
912 QUEEN	J ST.	ALEKANDAI	A, UA 223	14.	·
Check Box(es) that Apply:	D Promoter	Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Parmer
Full Name (Last name first,	if individual)		·		
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1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filling under ULOE. 2. What is the minimum investment that will be accepted from any individual? 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or indirect and a state of search in the offering. If a person to be listed is an associated person or agent of a broker of dealer registered with the SEC and/or with a state or enters, or of dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) MAGADO, RICHARD Business or Residence Address (Number and Street, City, State, Zip Code) 2194 Schiller AVE, BRONX, NEW YORK 10465 Name of Associated Broker or Dealer REPUBLIC EQUITIES OF AMERICA, UTO. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers [AL] [AK] [AK] [AR] [CM] [CO] [CT] [DE] [DC] [R] [QK] [H1] [ID] [RT] [ND] [NN] [NN] [NN] [NN] [NN] [NN] [NN		
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4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be litted is an associated person or agent of a broker of desler regimened with the SC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer removed. Full Name (Last name first, if individual) RIGADO, RICHARD Business or Residence Address (Number and Street, City, State, Zip Code) 2194 SCHUEY AVE. BRONK, NEW YORK 10465 Name of Associated Broker or Dealer REPUBLIC EQUITIES OF AMERICA, UTD. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers [AL] [AK] [AZ] [AR] [CX] [CO] [CT] [DE] [DC] [RE] [OM] [HI] [ID] [IL] [IN] [IN] [IN] [IN] [IN] [IN] [IN] [IN	2. What is the minimum investment that will be accepted from any individual?	. <u>55,00</u>
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Full Name (Last name first, if individual) TOLAN EDWARD Business or Residence Address (Number and Street, City, State, Zip Code) 234 BEECH 126 TH ST, BEWE HARBOR, NY 11694 Name of Associated Broker or Dealer REPUBLIC EQUITIES OF AMERICA, LTD. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers		
TOLAN, EDWARD Business or Residence Address (Number and Street, City, State, Zip Code) 234 BEECH 126TH ST, BELLE HARBOR, NY 11694 Name of Associated Broker or Dealer REPUBLIC EQUITIES OF AMERICA, LTD. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers		[PK]
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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	REPUBLIC EQUITIES OF AMERICA LTD.	•
	States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
and the control of th	(Check "All States" or check individual States)	☐ All State
[AK] [AK], [AZ] [AR] [GK] [CO] [OT] [DE], [DC], [FV], [GK] [HI] [ID]	[AN] [AK] [AZ] [AR] [OA] [OO] [OT] [DE] [DC] [FV] [GK] [HI]	
		,
[MT] [NE] [NV] [NH] [NV] [NM] [NY] [NQ] [ND] [ON] [ON] [ON] [PX] [NI] [SC] [SD] [TN] [TXA [UT] [VT] [VA [WA [WV] [WV] [WV] [WV] [PR]		-

FLOWIBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, check this box II and indicate in the column below the amounts of the securities offered for exchange and already exchanged. Type of Security	Aggregate Offering Price	Amount Al re ady Sold
Debt. Equity. (Convertible) Deptement	s_ s <u>4,750,000</u>	\$ \$ <u>643.4</u> 33.32
Convertible Securities (including warrants).	S	\$
Partnership Interests	S	\$
Other (Specify)	\$	\$
Total	s 4,750,000	15642, 822,25
Answer also in Appendix, Column 3, if filing under ULOE		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	Number	Aggregate
	Investors	Dollar Amount
Accredited Investors.	15	of Purchases S_G42 P22.25
Non-accredited Investors.		2 Control Marie
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE	***************************************	· · · · · · · · · · · · · · · · · · ·
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question I. Type of offering	Type of	Dollar Amount
Dut ene	Security	Sold
Rule 505.		. 5
Regulation A		. S
Rule 504	<u> </u>	<u> </u>
Total:	•	. \$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of a expenditure is not known, furnish an estimate and check the box to the left of the estimate.	e	
Transfer Agent's Fees	П	\$
Printing and Engraving Costs		5 500
Legal Fees.		4
Accounting Fees		2
		r WICAMA
Sales Commissions (Specify finder's fees separately) Other Expenses (identify) Non-ACCOUNTABLE BANKING F	eet d	s 142,500
Total	<u>D</u> Y	s 621,000

Qu	Enter the difference between the aggregate offering price given in response to Part C- estion 1 and total expenses furnished in response to Part C-Question 4.a. This difference the "adjusted gross proceeds to the issuer."
ns ns	icate below the amount of the adjusted gross proceeds to the issuer used or proposed to be ed for each of the purposes shown. If the amount for any purpose is not known, furnish estimate and check the box to the left of the estimate. The total of the payments listed ust equal the adjusted gross proceeds to the issuer set forth in response to Part C-Ques- on 4.b. above.
	Payments to Officers, Directors, & Payments To Affiliates Others
	Salaries and fees
	Purchase of real estate.
	Purchase, rental or leasing and installation of machinery and equipment \(\sigma\) \(\sigma\)
	Construction or leasing of plant buildings and facilities
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger
	Repayment of indebtedness \$ 5 US 60,000
	Working capital
	Other (specify) FABRICATION OF THE TEST RIG & s 3,319,000
	AND REMAINING PROTOTYPE PARTS, TEST
	PROGRAM CONSULTING PURSUE PATENTS S_ S STORES SONE STORES
	Total Payments Listed (column totals added)
	D. FEDERAL SIGNATURE
fo	ne issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the llowing signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written quest of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b) (2) of Rule 502.
Is	Suer (Print or Type) ALM TURBINE, INC Signature 4.17.02
	Title of Signer (Print or Type) Title of Signer (Print or Type) SR. VILE PRESIDENT

ATTENTION.

	ATURE"

is any party described in 17 CFR 230.252(c), (of such rule?						NO.
bi such late: _,	 ς			******	 	٠.

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person-

Issuer (Print or Type) ALM TURBINE, INC.	Signature	Date 4.17.02
BRIAN R. MORRIS	Title (Print or Type) SR. VICE PRESIDENT	

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1	2	,	3			4				5,		
	invest	o sell to credited ors in ate	Type of security and aggregate offering price offered in state	3:	Disqualification under State ULOE (if yes, attach explanation of waiver granted)							
	l .	-Item 1)	(PartC-Item 1)	_	mound pui (Part	C-Item 2)		(Part E-Item 1)			
State	Yes	No	SERIES A CONVERTIBLE PREFERRED	Number of Accredited Investors		Numb Nonacci Inves	edited	Amount	Yes	No		
AL		0	. '	,	·	0	.					
AK	`											
AZ												
AR								·				
CA	<u> </u>	·	44.7000s		\$25,000							
CO.	ļ		1									
CT									<u></u>			
DE	<u> </u>				1			<u> </u>	<u> </u>	<u> </u>		
DC		<u> </u>					·					
FL	 								ļ			
GA_		<u> </u>		<u> </u>							_	
HI		<u> </u>		<u> </u>	<u> </u>			ļ			_	
m					1							
IL			144,750,000	1	\$12,500							
IN	_	-			ļ	-		<u> </u>	ļ	11		
IA	-	+	54,750,000		\$6,250		·	·	·			
KS				1	4 -			1	<u> </u>			
KY		+	\$4,750,000	1	\$20,000)		·		_		
LA	_				 	-		 				
ME					+			 	+			
MA		+	tua en ann	1	+710 00			-	 			
MI			54,750,000	<u> </u>	\$510,00	7	<u> </u>		1			
MN			\$4,750,000	1	\$25,00			+	-			
MS			7,130,000		3-5,000			 	-		.	
MC		1	\$ 4,750,000		\$25,00	0	1		+	1		

1		2	3			4			Disqua	5 lificati	on		
	į	io sell o credited	Type of security and aggregate							under State ULOE (if yes,			
	inves: St	tors in ate	offering price offered in state		amound pu		State		explan waiver	olanation of iver granted)			
	(Part B	-Item 1	SPRIES A CONVERTIBLE	Number of		C-Item 2 Number			(Part E	-Item	1)		
State	Yes	No	PREFERRED	Accredited Investors	Amount	Nonaccre Invest		Amount	Yes	No	,		
MT		0				0							
NE					·								
ŇV				,	·								
NH					·			·					
NJ			\$4750,000	l l	\$12, 1227	5							
NM													
NY			\$4,750,000	1	\$12,500								
NC			\$4,750,000	1	460,000								
ND								• •					
OH	<u>.</u> .				<u> </u>								
OK									4				
OR					ļ·						·		
PA			54,750,000	1	\$ 25,000) .							
RI	<u> </u>					·		<u> </u>	<u> </u>				
SC					1			ļ	·		ļ		
SD								-		_			
TN					L								
TX			000,075,42	1 2	\$2087	sp		-			_		
UT				·	_			-			 		
VT				<u> </u>				 			<u> </u>		
VA					<u> </u>	<u> </u>				-			
WA					-			1					
WY				-				+	-				
17.7					_			- 					
PR		N				+	1				<u></u>		